

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
GENERAL GROWTH	:	Case No. 09-11977 (ALG)
PROPERTIES INC., <i>et al.</i> ,	:	Jointly Administered
	:	
Debtors.	:	
	:	Hearing Date: May 7, 2010 at 10:00 a.m.
	:	

**NOTICE OF WITHDRAWAL OF OBJECTION OF SIMON  
PROPERTY GROUP, INC. TO DEBTORS' MOTION FOR AN  
ORDER (A) APPROVING BIDDING PROCEDURES, (B)  
AUTHORIZING THE DEBTORS TO ENTER INTO CERTAIN  
AGREEMENTS, (C) APPROVING THE ISSUANCE OF  
WARRANTS, AND (D) GRANTING RELATED RELIEF**

WHEREAS, on March 31, 2010, the above-captioned Debtors filed a Motion for Entry of an Order Pursuant to Sections 105(a) and 363 of the Bankruptcy Code (A) Approving Bidding Procedures, (B) Authorizing the Debtors to Enter into Certain Agreements, (C) Approving the Issuance of Warrants, and (D) Granting Related Relief (the "Motion") [D.I. 4874]; and

WHEREAS, on April 22, 2010, Simon Property Group, Inc. ("Simon") filed an Objection to the Motion (the "Objection") [D.I. 5046]; and

WHEREAS, on May 3, 2010, the Debtors filed a Reply to the Objection, annexing and incorporating a Revised BFP Proposal (as defined in and annexed to the Reply) [D.I. 5121];

NOW THEREFORE, notice is hereby given that Simon withdraws with prejudice its Objection to the Motion, solely as modified by the Reply seeking approval of the Revised BFP Proposal, and otherwise reserves all of its rights and remedies.

Dated: May 4, 2010  
New York, New York

WACHTELL, LIPTON, ROSEN & KATZ

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